Rubin Exhibit 45

To: "Kauffman, Stuart" <Stuart.Kauffman@mtvstaff.com>
From: "Micah Schaffer" <micah@youtube.com>
Cc:
Bcc:
Sent Date: 2006-08-09 02:05:26 CST
Subject: Re: INFRINGMENT OF MTV Networks Intellectual Property YOUTUBE

Dear Mr. Kauffman,

We have received the following counter notification with regards to videos removed in response to your infringement notification.

Please review it and let us know if you have any objection to the videos being reinstated.

Thank you,

Micah Schaffer
YouTube, Inc.

-------- Original Message --------
Subject: FW: Video Rejected: Copyright Infringement
Date: Fri, 4 Aug 2006 13:55:07 -0400
From: Grant Johmann <grant@wiredset.com>
To: <copyright@youtube.com>

To Whom It May Concern:

We received the email below in response to 7 videos we have on YouTube for the MTV show – The Hills. We were hired by MTV to do online marketing around the show with a key tool being uploading and syndicating clips from each show via YouTube. We were authorized by MTV to use their videos on YouTube.

I called MTV to let them know about these emails and how someone contacted YouTube to say we are infringing on their copyright material. I was assured that they would call their lawyers to let them know that we are legit and what we are doing has been authorized by MTV.

What do I need to provide or have MTV provide to settle this matter?

FYI – our YouTube user name is our company name - Wiredset

Thank you,

Grant

Kauffman, Stuart wrote:
>
> August 2, 2006
>
> _Via Email (__copyright@youtube.com_ <mailto:copyright@youtube.com>_)_

>
> DMCA Complaints and/or Heather Gillette
> Youtube.com
> 71 E. Third Avenue
> 2nd Floor
> San Mateo CA 94401
>
> *Re: URGENT – Notice of Infringement*
> * **_ "The Hills _*
>
> To Whom It May Concern:
>
> I write to notify you of an infringement of MTV Networks' ("MTVN")
> intellectual property rights on/ youtube.com/, and to insist that you
> take immediate action to cease such infringement.
>
> MTVN owns and operates the television programming service MTV, and is
> the owner of exclusive rights protected under copyright law and other
> intellectual property rights in the MTV television series "The Hills"
> (the "Series")/. /
>
> We have become aware that unauthorized versions of recent episodes of
> the Series are available on your website at the following links:
> _http://www.youtube.com/results?search=mtv+the+hills+&search_type=search_videos_
> <http://www.youtube.com/results?search=mtv+the+hills+&search_type=search_videos>;
> _http://www.youtube.com/profile?user=Raze71_. For example, in two parts,
> the entire episode 109 is presented. We believe that the entire last
> episode of the first season (No. 110) is also currently available on
> youtube, and was available even before that episode aired on television.
>
> MTVN did not authorize the distribution and/or copying of this material,
> and as a result, such uses are unlawful infringements. Moreover, by no
> stretch of the law are these fair uses. Taking nearly one-half (in
> several instances) of 22 minute episodes or taking entire episodes, as
> outlined above, and/or doing so before MTVN's airing thereof (scooping)
> is egregious infringement for which neither fair use nor any other
> defense is applicable. / See//// Harper & Row v. Nation Enters./, 471
> U.S. 539 (1985). I note that this is the second take down notice sent to
> youtube for nearly the exact infringement in the course of two months.
>
> MTVN insists that you immediately remove and disable access to the
> above-referenced material – whether at the above referenced links or
> elsewhere. MTVN further insists that you immediately destroy any and
> all unauthorized reproductions of such within your possession, custody
> or control. We insist also that you take steps necessary to cease
> future such infringements. Please confirm your compliance with these
> demands within one day of your receipt of this correspondence.
>
> The undersigned has a good faith belief that use of the material in the
> manner described herein is not authorized by MTVN, its agents or the
> law. The information in this notice is accurate. And, under penalty of
> perjury, the undersigned is authorized to act on behalf of MTVN with
> respect to this matter.
>
> Please note that this letter is not intended as a full statement of the
> facts, and is without waiver of any rights and remedies – all of which
> are expressly reserved.
>

> Very truly yours,
>
> /s/
>
>
> Stuart Kauffman
> Senior Counsel, Intellectual Property
> & Litigation
> MTV Networks
> 1515 Broadway, 34-55
> New York, NY 10036
> T. 212.846-3543
> F. 646.688.6849
> E. stuart.kauffman@mtvstaff.com
>
> Privileged & Confidential Attorney Client Communication. Do Not
> Disclose.**
> _____
> Click to add my contact info to your organizer:
> _http://my.infotriever.com/vh6gt1sl_
>

_____